

**PROCEEDINGS OF THE 32ND ANNUAL GENERAL MEETING OF MEMBERS OF
SUPER SALES INDIA LIMITED HELD AT 3.00 PM ON WEDNESDAY THE 27TH
AUGUST, 2014 AT "NANI KALAI ARANGAM" MANI HIGHER SECONDARY
SCHOOL, PAPPANAICKENPALAYAM, COIMBATORE-641037.**

DIRECTORS PRESENT

Sl. No	Name	Designation
1	Sri. Sanjay Jayavarthanavelu	Chairman
2	Sri. J Raghupathy	Director
3	Sri. S Venkataraman	Director
4	Sri. S K Najmul Hussain	Director
5	Sri N R Selvaraj	Wholetime Director

and

55 members were present in person.

In attendance:

Sri. K N Sreedhaan, Statutory Auditor
Sri. S Ravindran, CFO
Sri. S K Radhakrishnan, Company Secretary

Sri J Raghupathy, Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Board Directors was present at the meeting.

The Register of Directors & Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, a copy of the existing Articles of Association and a copy of the Articles of Association with the proposed amendments were kept open for inspection by the members at the commencement of the meeting and were accessible during the continuance of the meeting.

The requisite quorum being present as required under Section 103 of the Companies Act, 2013, the Chairman declared the meeting as properly constituted and called the meeting to order.

Chairman extended a warm welcome to the members for the 32nd Annual General meeting of the Company and informed that the Notice of Annual General Meeting, Annual Financial Statements, Auditors' Report, Directors' Report and annexures thereto were in the hands of the members for the statutory period, with the general permission of the members present, they were taken as read.

Then, Chairman introduced the Directors on the Dais and delivered his speech, covering the economic scenario, overall financial performance of the Company, performance of various divisions of the Company. Chairman also spoke about the financial results of the Company for the quarter ended 30th June, 2014 and on the business prospects of the Company for the current year.

Chairman also informed that the Companies Act, 2013 (new Act) has been enacted replacing the Companies Act, 1956. The new Act came into effect from 1st April, 2014 and has brought in drastic changes in the procedure for calling and conducting the general body meetings of companies. It requires the companies to provide equal opportunity to all the shareholders to participate in the decision making process at the General Body Meetings irrespective of their geographical locations. The new Act and the Listing agreement have made it mandatory for the companies to arrange for Electronic Voting and Voting by Postal Ballot.

Chairman further informed that in compliance of the statutory requirements, arrangements have been made for electronic voting through Central Depository Services (India) Limited. To enable those shareholders who have no electronic voting facilities to participate in the voting process, as required under Clause 35-B of the Listing Agreement, Postal Ballot was also arranged.

Chairman further informed that to oversee the E-Voting process and Postal Ballot, the Board of Directors had appointed Sri. B Krishnamoorthi, Chartered Accountant in Coimbatore, as the Scrutinizer. Sri. B Krishnamoorthi had scrutinised the votes cast by E voting and by Postal Ballot and combined the votes cast under both methods in respect of each resolution and submitted his report on the result of E-Voting and the Postal Ballot.

Chairman, then invited questions, if any, from the members relating to the performance of the Company. Chairman announced the results of E-Voting and Postal Ballot on the resolutions enlisted in the Notice calling the Annual General Meeting as below:-

ORDINARY BUSINESS:

Item No.1: Adoption of Annual Financial Statements

(ordinary resolution):

RESOLVED that the Annual Financial Statements viz. statement of profit and loss, cash flow statement for the year ended 31st March, 2014 and the Balance Sheet as on 31st March, 2014, Directors' Report and Auditors Report be and are hereby approved and adopted.

No. of votes FOR: 7,67,723 No. of votes AGAINST: Nil
Result : Passed

Item No.2: Declaration of Dividend (ordinary resolution):

RESOLVED that dividend for the year 2013-14 at the rate of Rs. 2.50/- per share of Rs.10/- each fully paid up (25%), be declared and paid out of the current profits of the Company for the financial year ended 31st March, 2014 on 30,71,500 equity shares of Rs.10/- each absorbing Rs. 89,83,754/- to the members whose name appear on the Register of Members of the Company as on 27th August, 2014 for those holding shares in physical form and as per the details furnished by the Depositories for this purpose as at the end of business hours on 22nd August, 2014 in respect of the shares held in demat form without deduction of tax.

No. of votes FOR: 7,67,723 No. of votes AGAINST: Nil
Result : Passed

Item No.3: Reappointment of Director retiring by rotation.
(ordinary resolution):

RESOLVED that Sri. Ravi Sam, Director, who retires by rotation, being eligible offers himself for reappointment, be and is hereby reappointed as a Director of the Company.

No.of votes FOR: 7,66,473 No.of.votes AGAINST: 250
Result : Passed

Item No.4: Appointment of Auditors for the financial year 2014-15 and to fix their remuneration. (ordinary resolution):

RESOLVED that M/s. S Krishnamoorthy &Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company for the financial year 2014-15 and to hold office till the conclusion of the next Annual General Meeting, on a total remuneration of Rs. 1,50,000/- (Rupees One lakh and Fifty thousand only) for their services, payable to them. In addition, they are eligible for reimbursement of actual traveling, out of pocket expenses and taxes, if any, incurred by them.

No.of votes FOR: 7,67,473 No.of.votes AGAINST: Nil
Result : Passed

SPECIAL BUSINESS:

Item No.5:Appointment of Sri. J Raghupathy as an Independent Director (ordinary resolution):

RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory amendments or modification(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. J. Raghupathy (holding DIN 00003351), Director of the Company in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Sri.J. Raghupathy as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting and he is not liable to retire by rotation.

No.of votes FOR: 7,65,973 No.of.votes AGAINST: 250
Result : Passed

Item No.6: Appointment of Sri. S Venkataraman as an Independent Director.
(ordinary resolution):

RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory amendments or modification(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. S. Venkataraman (holding DIN 02538050), Director of the Company in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Sri. S. Venkataraman as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting and he is not liable to retire by rotation.

No.of votes FOR: 7,67,473 No.of.votes AGAINST 250
Result : Passed

Item No.7: Appointment of Sri. S K Najmul Hussain as an Independent Director
(ordinary resolution):

RESOLVED that Sri. S. K. Najmul Hussain (holding DIN 02723029), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20th January, 2014 in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and Article 23 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, pursuant to the provisions of Sections 149, 152 and other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory amendments or modification(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting and he is not liable to retire by rotation.

No.of votes FOR: 7,67,473 No.of.votes AGAINST: 250
Result : Passed

Item No.8: Appointment of N R Selvaraj as Wholetime Director of the Company
(ordinary resolution):

RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory amendments or modification(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Sri.N.R.Selvaraj (holding DIN 00013954) as Whole time Director of the Company for a period of three years with effect from 1st February, 2014 on the following terms and conditions:

- a) Basic Salary : Rs. 2,00,000/- per month
- b) Perquisites : In addition to the salary he is entitled to the following perquisites:
 - i) House rent allowance : Rs. 1,00,000/- per month
 - ii) Leave Travel Assistance : One month basic salary, per annum
 - iii) Medical benefits : One month basic salary, per annum

For the purpose of calculating the ceiling, perquisites shall be evaluated as per the Income Tax rules wherever applicable.

Gratuity shall be payable as per the rules of the Company.

The Whole time Director is entitled for leave as per the rules of the Company. He can encash the unavailed leave at the end of his tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.

Provision of Company car with driver and telephone facility for use on Company's business will not be considered as perquisites. Use of the car for private purposes and personal long distance calls on telephone shall be billed by the Company to the Whole time Director.

:5:

The minimum remuneration and perquisites to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of office shall be as per Section II of Part II of Schedule-V of the Companies Act, 2013 or such other limits as may be notified by the Government from time to time as minimum remuneration.

No.of votes FOR: 7,67,473 No.of.votes AGAINST: 150
Result : Passed

Item No.9:Amendment of Articles of Association.(special resolution)

RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions if any of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended by adding following new articles:

- i. The following article shall be inserted after the existing article 31 (b):
31 (c) Same person can be a Chairman and Managing Director of the company
- ii. Following articles shall be inserted after the existing article 45:
46. Subject to the provisions of the Companies Act, 2013 and the rules made there under, the fee chargeable for inspection of the registers, returns which are all eligible for inspection is Rs. 50/- per inspection.
47. Subject to the provisions of the Companies Act, 2013 and the rules made there under, the fee chargeable to avail the copies of the registers, returns which the members / public are entitled to demand is Rs. 10/- per page.
48. Subject to the provisions of the Companies Act, 2013 and the rules made there under, The time for inspection or take extract or avail the copies of the registers, returns which are permitted for inspection or to take extract or avail the copies is 3.00 PM to 5.00 PM on all working days.

No.of votes FOR: 7,67,723 No.of.votes AGAINST: Nil
Result : Passed

Item No.10: Authorise the Board of Directors to Borrow money
(special resolution):

RESOLVED that in supersession of the Ordinary Resolution passed at the 25 Annual General Meeting held on 26th July, 2007, pursuant to Section 180(1)(c) and any other applicable provisions if any of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments or modification(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to authorise the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 500 Crores (Rupees Five hundred crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

No.of votes FOR: 7,67,573 No.of.votes AGAINST: 150
Result :Passed

There being no other business the meeting concluded with a vote of thanks to the Chair.

CHAIRMAN